

Dear Microboard Board Member,

Welcome and thank you for supporting a person with a disability. This book contains general information for individual microboards and should be personalized for the individual you are supporting.

We would appreciate your comments and suggestions as this is a work in progress. Each microboard will change as the needs, vision, and goals of the person you support changes. New information regarding the rules and regulations set forth by our state and federal officials also plays a part in the development of our boards. The Georgia Microboards Association continually works to raise our standards and ensure the people we support are empowered to live the life they choose.

Sincerely

Georgia Microboards Association, Inc.

This book contains proprietary information; that information or any information you develop based on the contents, is not to be shared without expressed consent of the Georgia Microboards Association.

Welcome to the Georgia Microboards Association, Inc.



Georgia Microboard Board Training Handbook

*Putting People, Behind People,
Who Need People.*

www.gamicroboards.org

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WHAT IS A MICROBOARD?

A microboard is formed when a small (micro) group of committed family and friends join together with a person who has a disability and create a non-profit organization (board). Together this small group of people addresses the person's planning and support needs in an empowering and customized fashion. A Microboard comes out of the person centered planning philosophy and is therefore created for the sole support of one individual.

- adapted from Vela Microboard Association's website, Vancouver, Canada

WHAT IS A MICROBOARDS ASSOCIATION?

Microboard Associations provide development, support and training to individual microboards. Their primary mission is to promote the creation of microboards for individuals with disabilities in keeping with the principles of self-determination; freedom, authority, support, and responsibility and based on the values of companionship, contribution and community inclusion.

Associations embrace the following beliefs regarding the role of microboards in individuals' lives:

- ❖ Microboards afford individuals needed *flexibility* in carrying out their daily lives.
- ❖ Microboard members *share their status* in the community with the individual, by serving on their board.
- ❖ Microboard members develop a *deep knowledge* of the individual's needs, desires, wishes and dreams.

- ❖ Microboards form a *commitment* with the individual and their family, microboards carry out their work in ways that promote inclusion and self-determination.
- ❖ Microboards develop the capacity to *endure* and remain constant in the individual's life.
- ❖ Microboards serve as a *safeguard* for quality supports and fiscal accountability.
- ❖ Microboards *identify and celebrate the gifts* of the individual and their capacity to share their gifts with those whom they love and their community.
- ❖ Microboards *carry the dreams* of the individual and their family for the future as they walk their path.
- ❖ Microboards *build bridges* between the individual, their family and their community at large.
- ❖ Microboards create a *trust network* where the individual, their family and members feel safe to share openly their dreams and concerns.

- ❖ Microboards serve as *good stewards* of the resources that are available for the support of the individual and their family.
- ❖ Microboards build *mutual sharing and receiving relationships* with the individual, their family and the community as a whole.
- ❖ Microboards explore and pay attention to the *culture of life* that surrounds the individual and their family and honor the diversity that exists in all communities.

Microboard Associations are committed to working with individuals and families across the state to nurture a community where everyone, the individuals with disabilities, family members, microboard members, and welcomed friends, are valued and have the opportunity to learn, grow, and prosper.

WHAT IS A NON-PROFIT ORGANIZATION?

A corporation is a legal entity created for the purposes of conducting business. Under state and federal laws, corporations are considered a “person” with the powers to make contracts, pay taxes, and assume liability for most of the consequences of business activity (depending on the legal jurisdiction, the directors of a corporation may retain some personal liabilities, for unpaid salaries, employee benefits and tax withholdings).

A nonprofit corporation is a corporation formed to carry out a particular mission or purpose that serves the public welfare. “Profits” (financial surpluses) that would be shared with stockholders or shareholders in a for-profit corporation are used in a non-profit corporation to operate and maintain the organization, and upon dissolution are typically turned over to another non-profit organization with similar purposes.

Non-Profit

Carry out Mission

No taxes on income

For-Profit

Pursue \$

Pay taxes on income

NOTE: MICROBOARDS ARE NOT RECOGNIZED AS TAX EXEMPT

A LITTLE BIT MORE ABOUT THE MISSION

The mission is a non-profit organization's primary reason for being. A microboard's primary reason for existing is to support the individual in pursuing their dreams and visions. This is true whether or not the microboard decides to pursue funding to expand their ability to support the person and assure that their needs and wishes are addressed. This is another aspect of microboards that distinguish them from simply serving as a single person service provider.

All actions taken by the organization should be tested against the mission. Financial and other resources received by the microboard should be directed exclusively for the benefit of the individual supported and other areas that are needed to help keep the microboard strong and viable. Activities that are intended to help a microboard carry out its mission should also be done in

accordance with the overall philosophy of microboards, that being one that promotes dignity and community inclusion and integration. As such, activities that might be very fruitful but are carried out in ways that perpetuate people with disabilities as objects of pity or charity would seriously undermine the overall mission of microboards.

Finally, activities that are separate from the mission need to be seriously evaluated by the board of directors to determine how they are benefiting the individual or helping to meet the individual's interests. When an organization strays too far from its original mission, it may be necessary to readjust the activities of the organization to get back to the original purpose or revise the mission altogether to include the expanded efforts. However, when an organization moves to serve two *unrelated* people, it will then be considered a small provider, rather than a microboard.



WHAT IS A BOARD OF DIRECTORS?

Why have a board?

A board of directors is a group of people who have come together to serve the mission of the organization. The board of directors is responsible for overseeing the work of the organization and for assuring that it follows all state and federal requirements for non-profit organizations. The board of directors is also responsible for assuring that the business of the organization is carried out in a way that is lawful, moral and ethical. The board of directors is accountable for the operation of the organization and how it conducts its affairs.

A board of directors is critical to assuring that the organization will continue to prosper and carry out its mission. Board members must be committed to sharing the responsibilities of the work of the organization. Decision making, built on teamwork and trust, is also shared because there is a belief that decisions that are made by a group of committed individuals are more likely to take into consideration the “big picture” of what is both needed and possible.

Who owns the organization?

In an organization that has no members, the board of directors function as the “owners” of the organization. In an organization that has members, the members are considered the “owners” of the organization.

What is a Leading Board?

A Leading Board is one that sets the direction as well as the activities of the organization. It decides what the policies of the organization will be and how those policies are to be carried out. A Leading Board is viewed as a “hands on” board that works in partnership with employees of the organization to carry out its mission.

What is a Following Board?

A Following Board is one that follows the lead of the employees of the organization. A following board may typically spend more time reviewing the actions of its employees and approving their recommendations than setting activities of its own.

What kind of boards do individual microboards have?

Individual microboards need boards of directors that are Leading Boards. The work of creating and providing supports to individuals with disabilities is “hands on” and all board members need to have an active role in assuring that the best possible supports are being provided. Every board member is viewed as a valuable resource to the microboard and the person it supports. It is important to spend time at board meetings exploring how individual board members’ gifts and talents can benefit the organization to assure that the microboard will continue to prosper and maintain its flexibility in how it helps the person it is dedicated to serve achieve the life that he or she desires.



WHAT PERSONAL QUALITIES SHOULD BOARD MEMBERS HAVE?

Commitment

Common sense

Good judgment

Openness

Respect for working as a group

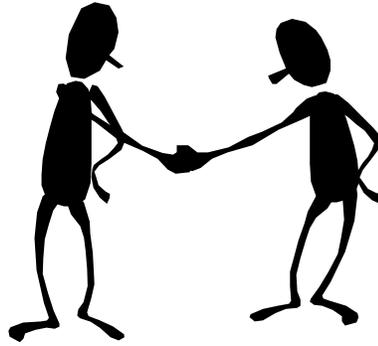
Willingness to listen to others

Ability to balance competing values, such as the dignity of risk and
the need for security

Sense of humor

Team work

Stick-to-it-ness



WHAT TYPE OF PEOPLE SHOULD BE ASKED TO SERVE ON THE BOARD?

1. The person who is supported
2. People who are not paid to be part of the person's life
3. People who are near in age to the person
4. Someone with a disability
5. People who are active in the types of things the person would like to become involved in, like sports, clubs, church, school, employment
6. People who have been part of the person's life in the past
7. People with business experience
8. People who are fun and enjoy life!

WHAT ARE THE RESPONSIBILITIES OF THE BOARD?

1. Mission – Carry out the Mission or purpose of the organization
2. Planning – Plan and set goals for the future
3. Evaluation – Examine whether the microboard is doing what it has set out to do
4. Negotiating for financial resources – Help the microboard get the funds the person needs to achieve the life he or she desires
5. Legal – Oversee financial and program matters
6. Staffing – Oversee employees that are hired to provide services and supports
7. Volunteering – Provide extra help when needed

In addition to the basic responsibilities of a board of directors described, board members of a microboard are also encouraged to:

1. Be a friend to the person the microboard supports by spending time together, visiting and opening your home to the person.
2. Introduce the person to people and social opportunities in the community like church, clubs, and associations.
3. Find ways for the person to make a contribution to his or her community.
4. Pay attention to the quality of the person's life.
5. Take part in celebrations and share fellowship with the person and the microboard.



WHAT ARE THE DUTIES OF BOARD MEMBERS?

As described earlier, non-profit organizations are organized for the good of the public. As such, in order to meet the public trust placed in them, their boards of directors are held to three specific duties:

The Duty of Care

The duty of care means that board members act as an ordinary, prudent person would in any similar circumstance. This means they are diligent, attentive, and informed. They do their homework and carry out their responsibilities. If they don't understand something, they ask until the information being shared is made clear.

The Duty of Loyalty

The duty of loyalty means that board members act in good faith and in the best interests of the organization. They protect the public's trust in them from conflicts of interest.

Conflicts of interest may occur when a board member has a private interest in a transaction with the organization. In this case, the conflict should be made public at the board meeting and efforts made to assure that all decisions are made in equal fairness without influence (or a vote) from the board member in question.

The Duty of Obedience

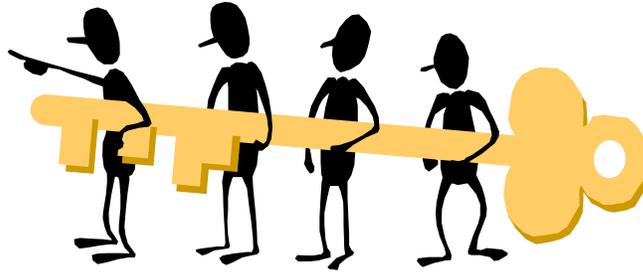
The duty of obedience means that board members follow the organization's rules, regulations, policies and procedures, and by-laws.

When board members comply with these duties, they reduce their **liability** for any wrong-doing from action that is taken as the result of inattention, lack of diligence, or based on inadequate information.



WHAT ARE THE RESPONSIBILITIES OF BOARD MEMBERS?

1. Attend and actively participate in meetings
2. Take the commitment to the individual the microboard supports seriously
3. Learn about the microboard's purpose and program
4. Learn about the needs and desires of the individual the microboard supports
5. Know the finances of the organization
6. Be a good team player—encourage trust and respect
7. Make sure permanent records are kept and legal reports are filed with appropriate authorities
8. Respect the privacy of the individual the microboard supports; maintain confidentiality of the microboard's business
9. Recognize and acknowledge conflicts of interest
10. Evaluate the effectiveness of the microboard's services and supports.



WHAT ARE THE RESPONSIBILITIES OF BOARD OFFICERS?

PRESIDENT RESPONSIBILITIES

1. Preside over board meetings, develop effective agendas, stay on the agenda, have fun
2. Conduct annual board orientation
3. Work with and supervise staff persons who are directly employed by the board
4. Sign official documents as required
5. Attend required training

VICE-PRESIDENT RESPONSIBILITIES

1. Support and help the President
2. Carry out duties as assigned by the President
3. Take over the President's job when he or she is sick or away

TREASURER RESPONSIBILITIES

1. Prepare yearly budget
2. Oversee spending and bill paying
3. Monitor expenses and the yearly budget
4. Present expense reports to the board
5. Chair the Finance Committee
6. Review and approve contracts as required

SECRETARY RESPONSIBILITIES

1. Record minutes at all meetings of the board and committees
2. Present the minutes at board meetings for approval
3. Maintain signed copies of all official board records
4. Sign official documents as required

WHAT ARE BOARD COMMITTEES?

The work of running a non-profit organization requires attention to many different areas such as the financial management of the organization, supervising people hired to work for the organization, and the evaluation of the quality of the program being implemented. Focusing attention on any one area at a board meeting may consume the entire time set aside for meeting, resulting in the neglect of other important areas of interest or concern. In order to assure that all areas are routinely addressed, a board will typically form committees or smaller groups of the board.

These subgroups allow board members to share their expertise in a particular area while they focus on one specific area and reporting back to the board on its status. Most boards of directors that have employees working under them will have two committees—finance and personnel.

What committees should a microboard have?

Because microboards are small, the board may decide it needs to do all of the work of the organization at regular board meetings. However, if the board has six or more members, it may decide to form the standard two committees—finance and personnel. Each committee would meet between board meetings and then report back to the whole board at its regular meeting. In addition to the finance and personnel committees, the microboard may also decide to appoint a program committee. Each committee has specific responsibilities that should be carried out in order to assure that the board is meeting its legal, financial, and program obligations.

What does a finance committee do?

The finance committee oversees the finances of the organization and establishes financial controls that protect the organization from misuse or theft of the organization's resources. The finance committee prepares and reviews the organization's budget, reviews financial statements prepared by individuals hired to manage revenue and expenses, contracts with an independent auditor to review the overall financial health of the organization, and works with other committees to assure that the resources of the organization go to address the needs and desires of the individual being supported by the microboard.

The board of directors should assure that the following items are completed. A finance committee may oversee these items and submit them for board review and approval at each regularly scheduled board meeting.

1. Budget set and approved by board of directors
2. Expenditure guidelines set and approved by board of directors
3. All checks written with two signatures
4. Receipts dated, numbered and filed for all expenditures
5. Monthly bank account reconciliation
6. Monthly general ledger reconciliation
7. Review of all company vendors and status of their account
8. Quarterly income and expense reports submitted to board of directors for review and approval
9. Payroll tax deposits made on schedule, depending on size of payroll
10. Quarterly payroll tax reports filed with IRS
11. Quarterly unemployment tax reports filed with employment security
12. Company tax return filed (if 501 c 3 it is a 990)

13. Arrange for audit with board approval
14. Review completed audit and submit for board approval
15. Establish and maintain a company inventory

What does a personnel committee do?

The personnel committee oversees the recruitment, hiring, supervision, and retention of employees of the microboard. The committee is responsible for developing guidelines that assure employees are treated fairly throughout their involvement with the microboard. The guidelines established by the committee are presented to the entire board for adoption. These guidelines also assure that the microboard is adhering to state and federal rules and regulations that cover employees.

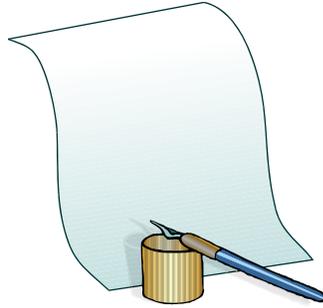
The board of directors is ultimately responsible for equitable and fair treatment of all company employees and for assuring that all state and federal rules and regulations regarding personnel matters are followed. A personnel committee may oversee these items and submit them for board approval. All personnel matters should be handled with the utmost respect for the confidentiality of the employee.

1. Establish personnel policies and procedures
2. Establish system for review of employee performance
3. Establish system for employee training and education
4. Establish personnel records system that includes:
 - Application for employment
 - Copy of Social Security Card
 - Copy of Driver's License
 - First Aid and CPR Certification
 - Certifications, Licenses, or records of Specialized Trainings
 - W-4 IRS Form
 - G-9 Tax Form
 - I-9 Tax Form
 - Pay Selection Option for Employee
 - Background check
 - References

- INS status form
- Copy of personal automobile insurance coverage
- Employee evaluation records
- Signed Confidentiality Agreement
- Signature page from Employee Handbook
- Wage Agreement Form
- Letters of commendation and/or reprimands
- Any other correspondence regarding the employee

What does a program committee do?

The program committee has the responsibility of overseeing how well the activities of the microboard and its employees are meeting the needs and desires of the person being supported, monitoring compliance with state and federal program requirements, and making recommendations regarding program improvement.



WHAT ARE BY-LAWS?

By-laws are the rules adopted by an organization regarding how the organization will govern, manage and regulate its affairs. By-laws cover the purpose(s) of the organization, the liability of its board of directors, its types of membership, how officers and board members are selected and how long they serve, the responsibilities of officers and board members, how board members may be removed if necessary, when meetings will be held, how decisions will be made, and how the by-laws may be revised.

Once adopted, the by-laws provide a way for making sure that the leadership of the organization is accountable to the organization. The by-laws also provide a way for changes in leadership to occur in an orderly and consistent manner. This is important, because it helps assure that the mission of the organization remains the central focus of the organization, rather than the people who oversee it.

WHAT HAPPENS AT A BOARD OF DIRECTORS MEETING?

Board meetings usually last as long as it takes to cover all of the business that is on the agenda for the meeting. For some boards that meet only quarterly, a meeting can last an entire day. For others, an hour is all that is needed to address the business and adjourn. Specially called board meetings can happen when there is an immediate decision that the board needs to make and the business is limited to only that item. For specially called board meetings, it is important to check your by-laws to make sure you comply with the amount of notice that is required and other possible restrictions.

Prior to the meeting, the board president should prepare an agenda that lists the items that the board needs to address. These items can include past business that is not resolved and needs further discussion and new business that has come up and needs board action.

The secretary should prepare the minutes from the last meeting and if possible, mail them to the board in advance. The secretary will present the minutes from the last meeting for approval and give the board an opportunity to make any corrections prior to voting.

The treasurer should have a finance report to share with the board as well as other items that may need attention and approval from the board. All of these things should be included on the president's list.

Some boards also allow for general discussion at the end of the meeting after all of the business has been addressed. Prior to adjourning, the board should make sure it knows when the next meeting is scheduled as well as its location.

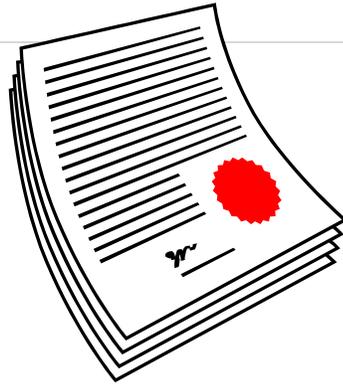


WHAT SHOULD HAPPEN AT THE FIRST BOARD OF DIRECTORS MEETING?

1. Briefly review the PATH that was completed to refresh people's memories and keep the person's vision in the forefront of what a microboard is intended to accomplish and to see what first steps still need to be completed.
2. Conduct Board of Directors' training. This training will go over what a Board of Directors is responsible for, microboard philosophy and values, and the role of the Microboard Association.
3. Decide on a name for the microboard organization.
4. Decide who the first incorporators (board members) will be (remember, the person should also be on the board of directors).
5. Fill out the Articles of Incorporation to send to the Secretary of State.

6. Assign a person to submit Articles of Incorporation to Secretary of State with the required filing fee for non-profit incorporations.
7. Approve by-laws for the microboard organization based on the sample provided.
8. Elect the board officers.
9. Identify the board member who will give a report on overall progress at the next board meeting (including the person's well-being and movement in his/her chosen direction). Giving a progress report at each future board meeting will rotate between board members.

A sample board of directors meeting agenda is on Page 41, along with suggestions for the agenda. These samples may help to ensure meetings are productive and positive



WHY INCORPORATE?

Groups incorporate as a way of forming an organization. The decision to incorporate is usually based on a need to conduct business long term within their community. The group may want to hire employees, enter contracts, solicit funds, open an office, buy equipment, or other activities that relate to doing business. The advantages to forming a non-profit corporation include:

- A. Limited Liability – Directors of a corporation are protected from many kinds of liabilities, and the corporation can apply for and receive insurance that protects the board members and staff from lawsuits that might arise during the course of doing business

- B. Tax Advantages – A non-profit corporation may apply for exemption from paying certain federal and state taxes

- C. Accountability – Individuals, other businesses, and the government have greater confidence when interacting with an official corporation

- D. Other Benefits – The public is generally more interested in doing business with and supporting groups that are incorporated and accountable to state and federal authorities.

- E. Long Term Endurance – Building a group of people who are committed to the mission of the organization helps to assure that the organization will continue to operate beyond the scope of its original founders. This is often the major reason small advocacy groups form corporations.



WHAT ARE THE STEPS TO INCORPORATION?

The steps to incorporation vary from state to state. In most states, a corporation is formed by filing a charter with the Secretary of State. The Secretary of State reviews the charter and will send a notice regarding approval to the primary incorporator or registered agent of the corporation. The registered agent is a person designated to receive notices on behalf of the corporation.

A charter is also called the Articles of Incorporation. The Articles of Incorporation spell out the name of the organization, whether the organization will have members, and the purpose of the organization. It also spells out who the registered agent will be and the official address of the corporation as well as the individual(s) who are filing for incorporation.

The Articles of Incorporation for a non-profit organization may also include language that assures that the corporation will operate in a way that is consistent with the Internal Revenue Service regulations governing non-profit organizations.

A sample charter for use in incorporating an individual microboard in your state is included in the appendix.

THE STEPS TO INCORPORATION

1. Review the sample charter for use in incorporating an individual microboard.
2. Decide on the name of the organization, and register the name.
3. Decide on an address for the corporation.
4. Appoint a registered agent for the corporation.

5. Identify the name and address of each person who is serving as an incorporator. Only one person is required.
6. Decide whether the organization will have members. Most individual microboards will NOT have members.
7. Decide on the purposes of the corporation.
8. Review the legal language regarding what the corporation will do if it dissolves, the liability of directors, and distribution of assets.
9. Sign and date the Articles of Incorporation.
10. Make copies of the Articles of Incorporation.
11. Send a check payable to the Secretary of State.
12. Mail the check, the original and any required copies of the Articles of Incorporation to the Secretary of State.



BOARD MEETINGS

Thank everyone for serving on the microboard. You'd like for the board meetings to be productive, creative and fun. Your board may opt to have a pot luck dinner or attend an outing, with a few minutes before or after for a short discussion, or you may have a meeting with an agenda that would require structure and important decisions being made.

Meetings may take place in the person's home, a room at a church or a restaurant. Remember each microboard is as individual as the person it is supporting. Below are suggestions for an agenda, some items may not apply to your board and there maybe items you had not thought to discuss at a meeting but should. Please remember board members are on a board to be supportive and to ensure that the person is living a life they choose.

The person being supported should always be a part of the meetings.



BOARD OF DIRECTORS SAMPLE MEETING AGENDA

Meeting is called to order

Ground Rules: Stick to the Agenda, and time allotted for each item. Silence Cell Phones.

Introductions

If there are guests attending the meeting or new board members, introductions are in order.

Attendance/Roll Call

Minutes are read and approved from previous meeting

POSSIBLE AGENDA ITEMS

Staff

Are there any staff issues or staff changes; how is staff working out; have there been any incidents, is the person being supported happy with staff, and do staff members have any complaints?

Financial

Are there financial, bank account or credit card statements? Are there any funding problems, staff salary issues, etc. ? Please remember that the board is accountable for all funding that flows from the state. The board should have information regarding how these funds are being used. Social Security income needs to be accounted for. The board may help the person being supported with a budget, but remember that these are personal funds normally used for housing, food and clothing. Employment income is personal. The person being supported may need some assistance with banking and budgeting, but please remember that they have earned these funds and it is their choice to decide how they would like to spend or save their money.

Policy and Procedures

Are there any changes that need to be made?

Incidents

Were there any accidents, broken equipment, missed Appointments, medication errors, etc.?

Vehicle

Medical

Is the person being supported healthy, taking medications, are there any medical concerns, are Doctors' orders being followed, and are appointments being made?

Personal Hygiene

Is the person being supported clean, including dental hygiene, nails trimmed, haircut, and appropriate clothing?

Employment

Is the person being supported at a job? How is the job going; are there any concerns; are they arriving on time for work; working well with others and are there any transportation issues?

Home

Are there any repairs, expenses, maintenance, or cleanliness issues?

Auto

If the person supported owns an auto mobile, are repairs and general maintenance being kept up, insurance registration, etc.?

Calendar

Does the person supported have a calendar? Board members may want to review and encourage community activities.

Relationships

Are relationships being nurtured, is the person making contacts in the community with friends, family and board members? Are family

members and friends being encouraged to take part in outings, and visits? Does the person have a roommate how is that relationship and are there any concerns.?

ISP

If the person has an Individual Service Plan, are all of the goals being met?

General Discussion

Has everyone had a chance to participate and share their ideas and views?

PATH

Is the PATH being followed and is the person supported happy?

Date and Time for next meeting

The meeting is adjourned.

This requires a vote of approval by the board.

Georgia Microboards Association, Inc.

The Georgia Microboards Association is here to help and assist. The association receives some of its funding from government sources and may request information from the individual microboards in order to ensure that our standards are being met.

All board members should:

- Review the Georgia Microboards Board Training Handbook
- Review the Direct Support Staff Handbook
- Review the PATH

On File:

- Minutes from board meetings
- Signed confidentiality forms from all board members
- Corporation Certificate
- By-Laws and Charter
- Copy of Direct Support Staff Handbook
- Employee record files
- Budget and Banking information
- Updated list of all microboard members
- Membership to the Georgia Microboards Association
- Individual's personal information

Emergency Contacts:

- Family information
- Doctors
- Medical History
- Banking



RESOURCES ON MICROBOARDS AND NON-PROFIT ORGANIZATIONS

The Georgia Microboards Association: www.gamicroboards.org

The Nonprofit Handbook, Second Edition, by Gary Grobman, available from White Hat Communications: www.whitehatcommunications.com

The Vela Microboards Association: www.microboards.org

The Tennessee Microboards Association: www.tnmicroboards.org

CommunityWorks website of David & Faye Wetherow:
www.communityworks.info (particularly the article on microboard design)

Inclusion Research Institute: www.inclusionresearch.org

Georgia Secretary of State, Corporations Division: sos.georgia.gov/corporations

Georgia Department of Behavioral Health and Developmental Disabilities
www.dbhdd.georgia.gov

The Georgia Advocacy Office: www.thegao.org

Georgia Council on Developmental Disabilities: www.gcdd.org

Index of Topics in Free Management Library:
<http://www.mapnp.org/library/topics.htm>

Welcome to the Board: Your Guide to Effective Participation by Fisher Howe,
available from: www.amazon.com

APPENDICES

Sample articles of incorporation

Sample by-laws

CHARTER OF

The undersigned person under the Georgia Corporations Divisions adopts the following charter for the above listed corporation:

1. The name of the corporation is: _____, Inc.

2. The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

3. (a) The complete address of the corporation's initial registered office in Georgia is in the County of _____ and is as follows:

- (b) The name of the initial registered agent, to be located at the address listed in 4 (a) is:

4. The name and complete address of each incorporator is:

5. The corporation will not have members.

6. The principal mailing address of the corporation is:
-
-
7. The corporation is a not for profit corporation.
8. The corporation is a public benefit corporation.
9. The corporation is not a religious corporation.
10. In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations, as the Board of Directors shall determine, which themselves are exempt organizations as described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Laws or to the federal, state or local government for exclusive public purpose.
11. The purposes for which the corporation is organized are:
- (A) To create and maintain a fiscally responsible system of services and supports, using primarily State and federal dollars, that is responsive to (Name of Person)'s needs and desires as well as the needs and desires of other individuals who may receive services or supports through (Name of Corporation), Inc.;
 - (B) To create such a system while maintaining a commitment to individual choice, flexibility, personal growth and independence;
 - (C) To create a network of support for (Name of Person) and others that is grounded in family, friends and other advocates, while adhering to the principles of self-determination;
 - (D) To ensure that the public dollars spent to support (Name of Person) and other individuals with disabilities will be an investment in their future;
 - (E) To assist the State of Georgia in its continuing efforts to convert to a self-determination model of supports for individuals with disabilities;
 - (F) To assist the State of Georgia in exploring the use of fiscal intermediaries, support brokerage and implementation of individual budgets;

- (G) To assist the State of Georgia in the further development of employment opportunities for individuals including those who are transitioning from educational services;
 - (H) To provide educational and support services to individuals with individuals who desire services based on a service model guided by self-determination;
 - (I) To create a system which will serve as a model for others to use and tailor to their particular needs and desires;
 - (J) To undertake other projects, programs and activities not inconsistent with Section 501 (c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, as the need to do so presents itself in the opinion of the Board of Directors.
11. In order to carry out the purposes set forth above, the Corporation shall have the following powers within the stated limitations:
- (A) To solicit and accept, acquire by gift, donation, devise, grant, purchase, loan or otherwise, any property without limitation;
 - (B) To make contributions, loans or grants which are consistent with the purpose of the corporation;
 - (C) To make agreements and contracts and incur liabilities;
 - (D) To do all things necessary or desirable to carry on and accomplish the purposes for which the Corporation is organized as the Directors of the Corporation may from time to time deem appropriate and which are not inconsistent with powers conferred upon a non-stock corporation by the General Laws of the State of Georgia and the requirements of the Internal Revenue Code.
 - (E) There shall be no liability of a Director to the corporation or its members for monetary damages for any action taken, or any failure to take any action, as a Director, except liability: (A) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation; (B) for acts or omissions which involve intentional misconduct or knowing violation of law; (C) for the types of liability set for in Code Sections 14-3-860 through 14-

3-864 (conflicting interest transactions); or (D) for any transaction from which the Director received an improper benefit.

- (F) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set out. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Nothing herein shall limit the corporation from any activity that benefits (person's name) and assists in accomplishing the purposes of the Corporation as set forth above. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code 1986 or any other corresponding provision of any future United States Internal Revenue Law.

DATED: _____

Name

Incorporator

BY-LAWS OF

ARTICLE I.

Offices and Designation

SECTION 1. Principal Office. The principal office of the corporation shall be located at _____. The location of the principal office of the corporation may be changed from time to time by action of the Board of Directors.

SECTION 2. Registered Office. The registered office of the corporation shall be located at _____. The location of the registered office of the corporation may be changed from time to time by action of the Board of Directors, but its location must always be identical with the business office of the corporation's registered agent.

SECTION 3. Other Offices. The corporation may also have offices and places of business at such other places within or without the State of Georgia as the Board of Directors (hereinafter called "Board") may determine or the business of the corporation may require.

SECTION 4. Designation. This corporation is a domestic non-profit corporation.

ARTICLE II.

Purpose

SECTION 1. The Corporation is organized and is to be operated exclusively for charitable and educational purposes. It is not organized for profit nor shall any of its net earnings inure in whole or in part to the benefit of private stockholders, directors, members or individuals. No substantial part of the activities of the Corporation is attempting to influence legislation or supporting any candidate for public office.

SECTION 2. The purposes of the Corporation are:

- (A) To create and maintain a fiscally responsible system of services and supports, using primarily State and federal dollars, that is responsive to _____ needs and desires. To create such a system while maintaining a commitment to individual choice, flexibility, personal growth and independence;

- (B) To create a network of support for _____ that is grounded in family, friends and other advocates, while adhering to the principles of self determination;
- (C) To ensure that the public dollars spent to support _____ will be an investment in his/her future;
- (D) To assist the State of Georgia in its continuing efforts to convert to a self-determination model of supports for individuals with disabilities;
- (E) To assist the State of Georgia in exploring the use of fiscal intermediaries, support brokerage and implementation of individual budgets;
- (F) To assist the State of Georgia in further developing employment opportunities for individuals who are transitioning from educational services;
- (G) To provide educational and support services to _____ based on a service model guided by self-determination;
- (H) To create a system which will serve as a model for others to use and tailor to their particular needs and desires;

ARTICLE III.

Board of Directors

SECTION 1. No Members. As provided by the Charter, the corporation shall have no members.

SECTION 2. General Powers. The business and affairs of the corporation shall be managed by its Board.

SECTION 3. Number and Term of Office.

The number of directors which shall constitute an entire Board shall be at least three (3) and not more than nine (9) persons. Each director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified or until his or her death or until he or she shall resign or until he or she shall have been removed in the manner hereinafter provided, whichever event shall first occur.

SECTION 4. Qualifications. A director need not be a resident of the State of Georgia.

SECTION 5. Classification. The initial (founding) directors shall hold office for two years. At all subsequent annual elections, directors may be re-elected for subsequent terms upon the expiration of their current term; provided that nothing here shall be construed to prevent the reelection of a director.

SECTION 6. Resignation; Removal. Any director may resign at any time by delivering written notice to the Board, its Chairman and President, or to the corporation. Any director may be removed from office at any time, either with or without cause, by vote of the board. A director may be removed by the Board only at a meeting called for the purpose of removing him or her, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of directors.

SECTION 7. Vacancies. Whenever any vacancy shall occur on the Board by death, resignation, removal, an increase in the number of directors, or any other reason, the same shall be filled without undue delay by a majority vote of the remaining members of the Board. If the directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs. A director elected to fill a vacancy shall hold office until his or her successor shall have been elected and shall have qualified or until his or her death, resignation, or removal.

SECTION 8. Place of Meetings. The Board may hold meetings at the office of the corporation or at such other place or places either within or without the State of Georgia as the Board may determine.

SECTION 9. Regular Meetings. Four regular meetings of the Board shall be held per year without any requirement of notice, with one meeting to be held in each business quarter. The board may provide, by resolution, the time for the holding of additional regular meetings without other notice than such resolution.

SECTION 10. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two (2) directors. Notice of each such meeting shall be given to each director, at least two (2) days before the day on which the meeting is to be held. Oral or Electronic notice is effective when communicated if communicated in a comprehensible manner. Every such notice shall state the time and place, but need not state the purpose, of the meeting. A director may waive any such notice either before or after the meeting in writing and signed by the director, which waiver shall be filed with the minutes or other corporate records. A director may also waive such notice by attendance at or participation in a meeting upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

SECTION 11. Quorum and Manner of Acting. A quorum shall consist of a majority of the number of directors fixed or prescribed by these By-Laws. A quorum must be present in any vote or action that is taken by the Board. The affirmative vote of a

majority of directors present is the act of the Board unless the Charter or these By-Laws or law requires the vote of a greater number of directors. A meeting may be adjourned whether or not there is a quorum present. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one month in any adjournment. A director who is present at the meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (1) he or she objects at the beginning of the meeting (or promptly upon his or her arrival) to the holding it or transacting business at the meeting; (2) his or her dissent or abstention from the action is entered in the minutes of the meeting; or (3) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meetings. The right of dissent or abstention is not available to a director who votes in favor of the action taken. Any or all directors may participate in either a regular or special meeting by, or conduct a meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting; a director participating in a meeting by this means is deemed to be present in person at the meeting.

SECTION 12. Action without Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or taken such action at a meeting is the act of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each director in one or more counterparts, indicating each signing director's vote or abstention on the action, and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date. Such consent signed has the effect of a meeting vote and may be described as such in any document.

SECTION 13. Compensation. No compensation shall be paid to a Director for serving as a Director, however, Directors and Officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation. No member of the Board of Directors shall be an employee of the Corporation.

SECTION 14. Direction. The directors shall set the general direction for the business of the Corporation and control the purchase, lease, or sale of property for the Corporation.

SECTION 15. Duality of Interest. Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by

majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in the discussions or deliberations with respect to such contact, transaction or determination (other than to present factual information or to respond to questions). Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation, and whether a quorum was present.

ARTICLE IV.

Officers

SECTION 1. Officers. The officers of the corporation shall be a President, who will also serve as the Chairperson of the Board, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. The Board may also authorize any officer to appoint one or more other officers or assistant officers. The same individual may simultaneously hold more than one office in the corporation, except the offices of President and Secretary.

SECTION 2. Election and Term of Office. All officers shall be elected annually by the Board of Directors, at a meeting for which notice in accordance with these Bylaws has been given, for a term of two years and shall hold office until a successor is duly chosen and qualified. Officers may resign only by submitting a written resignation to the President of the Board (or in the case of the President, to the Vice President). Officers may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum and any necessary notice has been given.

SECTION 3. Removal. The Board may remove any officer at any time with or without cause, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer. An officer's removal does not affect the officer's contract rights, if any, with the corporation. An officer's resignation does not affect the corporation's contract rights, if any, with the officer. The election or appointment of an officer does not itself create contract rights.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board or the officer who appointed the other officer or assistant officer.

SECTION 5. Powers and Duties.

5.1 President. The President shall preside at all meetings of the Board of Directors, and shall by virtue of office be a member, ex officio, of all committees.

5.2 Vice-President. The Vice President shall perform the duties of the President in the absence of the President, and shall perform such other duties as the Board of Directors shall from time to time prescribe.

5.3 Secretary. It shall be the duty of the Secretary to cause the keeping of the minutes of the meetings and actions of the Board, to provide for the issuances of all necessary notices of such meetings, to provide for the custody of and to authenticate the corporate record; and (if and as the Board shall by resolution so direct), either alone or with another authorized officer, to sign and execute on behalf of the corporation any and all contracts, notes, deeds, conveyances, mortgages, deeds of trust, leases or other written instruments; and in addition, to perform all other duties usually incident to the office, or which may be assigned by the Board.

5.4 Treasurer. The Treasurer, subject to the order of the Board, shall keep and maintain or cause to be kept and maintained adequate and appropriate books of account of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by a director. The Treasurer shall deposit or cause to be deposited all monies and all other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board, shall render to the President of the directors whenever they request it an account of all transactions as Treasurer and of the financial condition of the corporation. The Treasurer and of the financial condition of the corporation. The Treasurer shall have such other powers and perform such other duties as may be assigned by the Board.

The Treasurer shall serve as the Chair of the Finance Committee; shall oversee the care and custody of all funds and securities of the Corporation and the deposit of those funds and securities in the name of the Corporation into the proper account or accounts at such financial institution or institutions as the Board of Directors may select; shall oversee the preparation of the books and records of the finances of the Corporation, the preparation of financial reports of the accounts for each Board meeting, and the preparation and filing of all year-end financial reports and federal and state tax reports; and, shall perform such other duties specified by the Board of Directors.

The accounts of the Corporation shall be audited annually by a Certified Public Accountant selected and employed by the Board of Directors.

ARTICLE V

Executive Committee

SECTION 1. Composition. The Executive Committee shall consist of the President, Vice President and the Secretary/Treasurer.

SECTION 2. Powers and Duties.

2.1 The Executive Committee shall carry out the directions of the Board of Directors and shall have the authority to perform all duties of the Board of Directors with the exception of the purchase and sale of real estate, including the lease and pledge of real estate.

2.2 The Executive Committee shall develop recommendations with respect to matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors promptly.

ARTICLE VI

Committees

SECTION 1. Standing and special committees shall meet at the call of their respective Chairs. Members of standing committees and their Chairs shall be appointed annually by the President of the Board.

SECTION 2. Nominating Committee. This committee shall be appointed by the President of the Board subject to the approval of the Board of Directors at a meeting of the Directors at least sixty (60) days prior to the meeting of the Board of Directors at which Directors and officers are to be elected. The committee shall include two (2) members of the Board of Directors with at least one year remaining in their term. The duty of the committee shall be to nominate candidates for Board Members and Officers. The committee's respective reports shall be presented to the Board of Directors.

SECTION 3. Finance Committee. This committee shall review all financial statements, investment of funds, annual budget, and insurance coverage.

SECTION 4. Other Committees. The President may from time to time appoint such other standing or special committees as are deemed necessary for the purposes of the Corporation and shall define their duties.

ARTICLE VII

General Provisions

SECTION 1. Reserve Funds. The Board may set aside out of the earned surplus of the corporation such sum or sums as the Board may from time to time, in its absolute discretion, think proper as a reserve or reserves to meet contingencies, or for repairing or maintaining any property of the corporation, or for such other purpose as the Board thinks conducive to the interests of the corporation, and the Board may modify or abolish any such reserve in the manner in which it was created.

SECTION 2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents of the corporation, and in such manner as shall be determined by the Board.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select or as may be selected by any officer or officers, agent or agents of the corporation to whom such power may from time to time be delegated by the Board.

SECTION 4. Books and Records. The corporation shall keep as permanent records minutes of all meetings of its Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by a committee of the Board in place of the Board on behalf of the corporation. The corporation shall keep a copy of the following records at its principal office: (1) its Charter (2) its By-Laws and all amendments to them currently in effect; (3) a list of the names and business or home addresses of its current directors and officers; and (4) the corporations most recent annual report delivered to the Secretary of State.

SECTION 5. Fiscal Year. The fiscal year of the corporation shall commence on _____.

SECTION 6. Seal. The Corporation shall have no seal.

SECTION 7. Loans. The Corporation may not lend money to or guarantee the obligation of a director or officer of the corporation, except as provided in Section 48-58-303 of the Georgia Nonprofit Corporation Act.

ARTICLE VIII

Indemnification and Insurance

SECTION 1. Indemnification. For purposes of this Article VIII, “director” means an individual who is or was a director of this corporation, including individuals who have been duly authorized to perform some or all of the duties of a director, or an individual who, while a director of this corporation, is or was serving at the corporations’ request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the corporation’s request if his or her duties to the corporation also impose duties on, or otherwise involve services by, him or her to the plan or to participants or beneficiaries of the plan. “Director” includes the estate or personal representative of a director. Each director and officer shall be indemnified by the corporation against any “liability” because he or she is or was a “director” or officer. “Liability” means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding (any threatened, pending, or completed action, suit, or investigative and whether formal or informal). However, no officer if a judgment or other final adjudication adverse to the director of officer establishes his or her liability: (1) for any breach of the duty of loyalty to the corporation; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (3) for any liability for an unlawful distribution. The corporation shall advance the reasonable expenses of a director or officer in connection with any “proceeding” (as defined above) involving a director or officer because he or she is or was a director of officer; provided that, the director of officer shall be obligated to repay the corporation the advanced expenses if indemnification by the corporation is not permitted as stated above.

SECTION 2. Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent, whether or not the corporation would have power to indemnify him or her against the same liability.

ARTICLE IX

Emergency By-laws

SECTION 1. Emergency. For purposes of this Article IX an “emergency” exists when a quorum of the corporate directors cannot readily be assembled because of some catastrophic event.

SECTION 2. Emergency By-laws. In the event of an emergency as defined in Section 1, and only for the duration of the emergency, provisions of this corporation’s regular by-laws inconsistent with these emergency by-laws are suspended. A meeting of the Board may be called by the President, any one director, or by any officer of the corporation in the event the President is unavailable. A meeting of the Board may be held as soon as a good faith effort has been made to give oral notice of the meeting to all the directors and sufficient time has elapsed to give the notified directors time to attend the meeting in person, by telephone or some other means of communication. Three (3) but no fewer than three (3), of the directors at the meeting in person or through some other means of communication shall under these emergency by-laws shall be reduced to writing and brought to the attention of the entire Board as soon as practicable. The minutes of the emergency meeting shall reflect that: (1) the action was taken pursuant to these emergency by-laws; (2) who called the meeting; (3) what directors were reached; (4) who attended the meeting in person or by some other means of communication; (5) the action taken; and (6) the vote thereon by the directors.

ARTICLE X

Amendments

The board may alter, amend or repeal these By-Laws by an affirmative vote of a majority of members of the entire Board. An amendment to the By-Laws that fixes a greater quorum or voting requirement for the Board may only be adopted in the manner as provided in the Georgia Nonprofit Corporation Act.

Secretary: _____ Date: _____